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COMPETITION POLICY DIVISION
WIRELINE COMPETITION BUREAU

Michelle M. Cany

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Federal Communications Commission
Office of the Secretary

Mr. William Maher, Chief
Wireline Competition Bureau
Federal Communications Commission
P.O. Box 358145
Pittsburgh, PA 152251-5145

**Re: Docket No. 04-147
Request for Special Temporary Authority
for Transfer of Control Relating to Section 214 Authorization
for Resale of Domestic Telecommunications Services**

Dear Mr. Maher:

Pursuant to the rules of the Federal Communications Commission ("FCC" or "Commission"), Motion Telecom, Inc. ("MTI"), the Victor and Anamaria Mitchell Family Partnership ("Mitchell Family LP") and Wireless Channels, Inc. ("WCI") (collectively "Applicants") hereby request a Special Temporary Authority ("STA") for the transfer of control of MTI to WCI.¹

Enclosed with this filing is a completed Remittance Advice Form 159 authorizing payment by credit card of \$860.00 to the FCC to cover the filing fee for this application. An additional copy of this filing for date-stamp and return to the delivering courier has been provided as well.

I. Background

MTI resells intrastate and interstate long distance service, including private line, frame relay, switched and data services within the continental 48 states. MTI relies on "blanket" Section 214 authorization granted by the Commission for domestic resale operations. MTI is a Colorado corporation that is a wholly owned subsidiary of Advantage Advisory Service, Inc. ("AAS").

Controlling stock ownership of AAS was transferred on March 10, 2004. Before the transaction, the Mitchell Family LP held 69.6 percent of AAS stock. Another 26.1 percent was held by the Advantage Advisory Inc. Employee Stock Ownership Plan and Trust ("AAS ESOP"). Victor

¹ Applicants filed an application for *nunc pro tunc* approval of the transfer on March 31, 2004. Motion Telecom, Inc. *et al.*, "Application for Approval *Nunc Pro Tunc* of the Transfer of Control of Entity Holding Section 214 Authorization for Resale of Domestic Telecommunications Services", Docket No. 04-147 (Mar. 31, 2004)("214 Transfer of Control Application").

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S. Mitchell and Anamaria F. Mitchell, both American citizens, each holds a 49.5 percent limited partnership interest in the Mitchell Family LP. Mr. Mitchell is also the 1 percent general partner in the Mitchell Family LP. Thus, Mrs. Mitchell had a 34.4 percent indirect interest in MTI, while Mr. Mitchell had a 35.1 percent indirect interest in MTI. The remaining 4 percent interest in AAS was held by two individuals.

As a result of the sale, stock interests amounting to a 75.72 percent interest in AAS were transferred to WCI, and the interest of the AAS ESOP was decreased to 24.28 percent. Two entities and two individuals have a ten percent or greater interest in WCI. Enhanced Colorado Issuer, LLC, a Delaware corporation has a 15.09 percent interest in WCI. Coral Technology Partners VI, LP, a Delaware corporation, and Andrew M. Paul, a United States citizen, each holds a 27.16 percent interest in WCI. I. Ben Joseph has a 7.24 percent interest in WCI. Mr. Joseph also holds 100 percent interest in ABJ, LLC, a Delaware limited liability company with an 11.26 percent interest in WCI.

Enhanced Colorado Issuer, LLC is a wholly owned subsidiary of Enhanced Capital Partners, LLC. The ten percent or greater interest holders of Enhanced Capital Partners, LLC are Andrew M. Paul with a 20 percent interest, Reservoir Capital Partners with a 19.33 percent interest and KHC, LLC with an 11.99 percent interest.² No single entity holds a 10 percent or greater interest in the remaining 48.68 percent.

The general partner and one percent interest holder in Coral Technology Partners VI, LP is Coral Management Partners VI, LLC. The ten percent or greater interest holders of Coral Management Partners VI, LLC are American citizens Yuval Almog, 72.5 percent, and Todd Ortberg, 12.5 percent. The remaining 15 percent interest is held by various entities.

At the time the transaction was contemplated, the Applicants did not anticipate the need for filing a transfer of control application. The Applicants realize that they should have filed an application for prior approval of the transfer of control of MTI's Section 214 authorization. Accordingly, through an application filed March 31, 2004, the Applicants desired to remedy this situation, and sought *nunc pro tunc* approval of the transfer of control resulting from the sale of AAS. Commission staff has asked Applicants to seek an STA for the transfer of control pending disposition of that application.

II. Request for Special Temporary Authority

Pending Commission action on its 214 Transfer of Control application, the Applicants

² The chains of ownership for Enhanced Colorado Issuer, LLC and Coral Technology Partners VI, LP were not provided in the 214 Transfer of Control Application. The details of both will be provided in amendment to the 214 Transfer of Control Application that will be filed shortly.

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request an STA so that MTI may legally provide resale service. The STA is an interim arrangement only.

In determining whether to grant an STA, the Commission considers whether the proposed action will serve the public interest, convenience and necessity.³ Applicants submit FCC approval of the instant request will serve that purpose. Grant of the STA will benefit consumers by enabling MTI to continue to provide the high quality telecommunications services as previously offered. An STA grant would benefit the public with a seamless transfer of service, as MTI, post transfer, provides service at rates, terms and conditions identical to those the customers received prior to the transfer. Thus, approval of the STA requested herein has no potential to harm the public interest or to impair competition in any local exchange or long distance toll markets. Further, grant of an STA will reaffirm the FCC's licensing authority by bringing MTI's operations within the Commission's designated licensing scheme.

Applicants acknowledge that a grant of an STA would be without prejudice to consideration of the underlying transfer of control application. However, it would permit the Applicants to provide service temporarily pursuant to appropriate FCC authorization.

³ See, e.g., 47 U.S.C. §§ 214(a) and 310(d). See also "GTE Corporation and Bell Atlantic Corporation For Consent to Transfer Control of Domestic and International Section 214 and 310 Authorizations and Applications to Transfer Control of a Submarine Cable Landing License," *Order*, DA 01-2039, 16 FCC Rcd 15957 (2001).

Respectfully submitted,

MOTION TELECOM, INC.

By: Mark G. Gritz

Name: Mark Gritz

Title: President

VICTOR AND ANAMARIA MITCHELL
FAMILY PARTNERSHIP

By: Victor Mitchell

Name: Victor Mitchell

Title: General Manager

WIRELESS CHANNELS, INC.

By: J. Ben Joseph

Name: J. Ben Joseph

Title: Chairman

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